



ANNUAL STATEMENT  
For the Year Ending December 31, 2010  
OF THE CONDITION AND AFFAIRS OF THE  
HealthPlus Partners, Inc.

NAIC Group Code	3409 (Current Period)	3409 (Prior Period)	NAIC Company Code	11549	Employer's ID Number	01-0729151
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]		Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	07/08/2002		Commenced Business	01/01/2003		
Statutory Home Office	2050 South Linden Road (Street and Number)		Flint, MI 48532 (City or Town, State and Zip Code)			
Main Administrative Office			2050 South Linden Road (Street and Number)		Flint, MI 48532 (City or Town, State and Zip Code)	
			(800)332-9161 (Area Code) (Telephone Number)			
Mail Address	2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box)		Flint, MI 48501-1700 (City or Town, State and Zip Code)			
Primary Location of Books and Records			2050 South Linden Road (Street and Number)		Flint, MI 48532 (City or Town, State and Zip Code)	
			(800)332-9161 (Area Code) (Telephone Number)			
Internet Website Address	www.healthplus.org					
Statutory Statement Contact	Matthew Andrew Mendrygal, C.P.A. (Name)		(810)230-2179 (Area Code)(Telephone Number)(Extension)			
	mmendryg@healthplus.org (E-Mail Address)		(810)733-8966 (Fax Number)			

OFFICERS

Name	Title
Bruce Roberts Hill	President
Nancy Susan Jenkins	Secretary #
Matthew Andrew Mendrygal C.P.A.	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

Jack Louis Barry MD #	Christopher John Flores
Sheryl Denise Thompson	Amy Diane Farmer

State of Michigan  
County of Genesee ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Bruce Roberts Hill (Printed Name) 1. President (Title)	(Signature) Matthew Andrew Mendrygal (Printed Name) 2. Treasurer (Title)	(Signature) Nancy Susan Jenkins (Printed Name) 3. Secretary (Title)
Subscribed and sworn to before me this day of , 2011	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[ ] 0 0
(Notary Public Signature)		

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals .....	0	0	0	0	0	0
0299998 Premium due and unpaid not individually listed .....	0	0	0	0	0	0
0299999 Total group .....	0	0	0	0	0	0
0399999 Premiums due and unpaid from Medicare entities .....	0	0	0	0	0	0
0499999 Premiums due and unpaid from Medicaid entities .....	1,234,559	0	0	0	0	1,234,559
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	1,234,559	0	0	0	0	1,234,559

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed .....	5,000	0	0	0	0	5,000
0199999 Subtotal - Pharmaceutical Rebate Receivables .....	5,000	0	0	0	0	5,000
0299998 Claim Overpayment Receivables - Not Individually Listed .....	0	0	0	0	0	0
0299999 Subtotal - Claim Overpayment Receivables .....	0	0	0	0	0	0
0399998 Loans and Advances to Providers - Not Individually Listed .....	0	0	0	0	0	0
0399999 Subtotal - Loans and Advances to Providers .....	0	0	0	0	0	0
0499998 Capitation Arrangement Receivables - Not Individually Listed .....	0	0	0	0	0	0
0499999 Subtotal - Capitation Arrangement Receivables .....	0	0	0	0	0	0
<b>Risk Sharing Receivables</b>						
Genesys PHO .....	74,823	0	0	0	0	74,823
St. Mary's .....	128,981	0	0	0	0	128,981
0599998 Risk Sharing Receivables - Not Individually Listed .....	402,425	0	0	0	0	402,425
0599999 Subtotal - Risk Sharing Receivables .....	606,229	0	0	0	0	606,229
0699998 Other Receivables - Not Individually Listed .....	0	0	0	0	0	0
0699999 Subtotal - Other Receivables .....	0	0	0	0	0	0
0799999 Gross health care receivables .....	611,229	0	0	0	0	611,229

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered .....	2,596,952	124,088	8,984	2,822	5,709	2,738,555
0499999 Subtotals .....	2,596,952	124,088	8,984	2,822	5,709	2,738,555
0599999 Unreported claims and other claim reserves .....						15,161,231
0699999 Total Amounts Withheld .....						831,383
0799999 Total Claims Unpaid .....						18,731,169
0899999 Accrued Medical Incentive Pool and Bonus Amounts .....						4,990,347

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
HealthPlus of Michigan, Inc. ....	10,296	0	0	0	0	10,296	0
0199999 Total - Individually listed receivables .....	10,296	0	0	0	0	10,296	0
0299999 Receivables not individually listed .....	0	0	0	0	0	0	0
0399999 Total gross amounts receivable .....	10,296	0	0	0	0	10,296	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Individually listed payables				
HealthPlus of Michigan, Inc. ....	Administrative fees and expense reimbursements .....	522,038	522,038	0
0199999 Total - Individually listed payables .....	X X X .....	522,038	522,038	0
0299999 Payables not individually listed .....	X X X .....	0	0	0
0399999 Total gross payables .....	X X X .....	522,038	522,038	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
<b>Capitation Payments:</b>							
1.	Medical groups .....	119,432,026	62.405	70,817	100.000	0	119,432,026
2.	Intermediaries .....	0	0.000	0	0.000	0	0
3.	All other providers .....	0	0.000	0	0.000	0	0
4.	TOTAL Capitation Payments .....	119,432,026	62.405	70,817	100.000	0	119,432,026
<b>Other Payments:</b>							
5.	Fee-for-service .....	13,613,865	7.113	X X X	X X X	0	13,613,865
6.	Contractual fee payments .....	58,336,879	30.482	X X X	X X X	0	58,336,879
7.	Bonus/withhold arrangements - fee-for-service .....	0	0.000	X X X	X X X	0	0
8.	Bonus/withhold arrangements - contractual fee payments .....	0	0.000	X X X	X X X	0	0
9.	Non-contingent salaries .....	0	0.000	X X X	X X X	0	0
10.	Aggregate cost arrangements .....	0	0.000	X X X	X X X	0	0
11.	All other payments .....	0	0.000	X X X	X X X	0	0
12.	TOTAL Other Payments .....	71,950,744	37.595	X X X	X X X	0	71,950,744
13.	TOTAL (Line 4 plus Line 12) .....	191,382,770	100.000	X X X	X X X	0	191,382,770

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
NONE					
9999999		0	X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment .....	0	0	0	0	0	0
2.	Medical furniture, equipment and fixtures .....	N O N E		0	0	0	0
3.	Pharmaceuticals and surgical supplies .....			0	0	0	0
4.	Durable medical equipment .....			0	0	0	0
5.	Other property and equipment .....			0	0	0	0
6.	TOTAL .....	0	0	0	0	0	0





EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:  
BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR  
NAIC Group Code 3409 NAIC Company Code 11549

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
<b>TOTAL Members at end of:</b>										
1. Prior Year	72,050	0	0	0	0	0	0	0	72,050	0
2. First Quarter	71,223	0	0	0	0	0	0	0	71,223	0
3. Second Quarter	71,212	0	0	0	0	0	0	0	71,212	0
4. Third Quarter	70,871	0	0	0	0	0	0	0	70,871	0
5. Current Year	70,817	0	0	0	0	0	0	0	70,817	0
6. Current Year Member Months	853,214	0	0	0	0	0	0	0	853,214	0
<b>TOTAL Member Ambulatory Encounters for Year:</b>										
7. Physician	136,614	0	0	0	0	0	0	0	136,614	0
8. Non-Physician	203,024	0	0	0	0	0	0	0	203,024	0
9. TOTAL	339,638	0	0	0	0	0	0	0	339,638	0
10. Hospital Patient Days Incurred	28,710	0	0	0	0	0	0	0	28,710	0
11. Number of Inpatient Admissions	6,261	0	0	0	0	0	0	0	6,261	0
12. Health Premiums Written (b)	230,220,202	0	0	0	0	0	0	0	230,220,202	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	230,220,202	0	0	0	0	0	0	0	230,220,202	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	191,382,770	0	0	0	0	0	0	0	191,382,770	0
18. Amount Incurred for Provision of Health Care Services	191,139,145	0	0	0	0	0	0	0	191,139,145	0

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:  
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR  
NAIC Group Code 3409 NAIC Company Code 11549

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
<b>TOTAL Members at end of:</b>										
1. Prior Year	72,050	0	0	0	0	0	0	0	72,050	0
2. First Quarter	71,223	0	0	0	0	0	0	0	71,223	0
3. Second Quarter	71,212	0	0	0	0	0	0	0	71,212	0
4. Third Quarter	70,871	0	0	0	0	0	0	0	70,871	0
5. Current Year	70,817	0	0	0	0	0	0	0	70,817	0
6. Current Year Member Months	853,214	0	0	0	0	0	0	0	853,214	0
<b>TOTAL Member Ambulatory Encounters for Year:</b>										
7. Physician	136,614	0	0	0	0	0	0	0	136,614	0
8. Non-Physician	203,024	0	0	0	0	0	0	0	203,024	0
9. TOTAL	339,638	0	0	0	0	0	0	0	339,638	0
10. Hospital Patient Days Incurred	28,710	0	0	0	0	0	0	0	28,710	0
11. Number of Inpatient Admissions	6,261	0	0	0	0	0	0	0	6,261	0
12. Health Premiums Written (b)	230,220,202	0	0	0	0	0	0	0	230,220,202	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	230,220,202	0	0	0	0	0	0	0	230,220,202	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	191,382,770	0	0	0	0	0	0	0	191,382,770	0
18. Amount Incurred for Provision of Health Care Services	191,139,145	0	0	0	0	0	0	0	191,139,145	0

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.  
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0

30     Schedule S - Part 1 - Section 2 ..... NONE

31     Schedule S - Part 2 ..... NONE

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Authorized General Account - Non-Affiliates												
22667	95-2371728	01/01/2010	ACE AMER INS CO	Philadelphia, PA	SSL/A/I	111,021	0	0	0	0	0	0
0299999 Subtotal - Authorized General Account - Non-Affiliates						111,021	0	0	0	0	0	0
0399999 Total - Authorized General Account						111,021	0	0	0	0	0	0
0799999 Total - Authorized and Unauthorized General Account						111,021	0	0	0	0	0	0
1599999 Totals						111,021	0	0	0	0	0	0

SCHEDULE S - PART 4  
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	10	11	12	13	14
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
				NONE									
1199999 Totals (General Account and Separate Accounts combined) .....				0	0	0	0	0	0	0	0	0	0

SCHEDULE S - PART 5  
Five-Year Exhibit of Reinsurance Ceded Business  
(000 Omitted)

	1 2010	2 2009	3 2008	4 2007	5 2006
A. OPERATIONS ITEMS					
1. Premiums	0	0	0	0	0
2. Title XVIII-Medicare	0	0	0	0	0
3. Title XIX - Medicaid	111	111	172	192	110
4. Commissions and reinsurance expense allowance	0	0	0	0	0
5. TOTAL Hospital and Medical Expenses	0	0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable	0	0	0	0	0
7. Claims payable	0	0	0	0	0
8. Reinsurance recoverable on paid losses	0	0	0	0	0
9. Experience rating refunds due or unpaid	0	0	0	0	0
10. Commissions and reinsurance expense allowances unpaid	0	0	0	0	0
11. Unauthorized reinsurance offset	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)	0	0	0	0	0
13. Letters of credit (L)	0	0	0	0	0
14. Trust agreements (T)	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S - PART 6  
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
<b>ASSETS (Page 2, Col. 3)</b>			
1. Cash and invested assets (Line 12) .....	53,502,689	0	53,502,689
2. Accident and health premiums due and unpaid (Line 15) .....	1,234,559	0	1,234,559
3. Amounts recoverable from reinsurers (Line 16.1) .....	0	0	0
4. Net credit for ceded reinsurance .....	X X X	0	0
5. All other admitted assets (Balance) .....	2,206,437	0	2,206,437
6. TOTAL Assets (Line 28) .....	56,943,685	0	56,943,685
<b>LIABILITIES, CAPITAL AND SURPLUS (Page 3)</b>			
7. Claims unpaid (Line 1) .....	18,731,169	0	18,731,169
8. Accrued medical incentive pool and bonus payments (Line 2) .....	4,990,347	0	4,990,347
9. Premiums received in advance (Line 8) .....	0	0	0
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19) .....	0	0	0
11. Reinsurance in unauthorized companies (Line 20) .....	0	0	0
12. All other liabilities (Balance) .....	860,985	0	860,985
13. TOTAL Liabilities (Line 24) .....	24,582,501	0	24,582,501
14. TOTAL Capital and Surplus (Line 33) .....	32,361,184	X X X	32,361,184
15. TOTAL Liabilities, Capital and Surplus (Line 34) .....	56,943,685	0	56,943,685
<b>NET CREDIT FOR CEDED REINSURANCE</b>			
16. Claims unpaid .....	0		
17. Accrued medical incentive pool .....	0		
18. Premiums received in advance .....	0		
19. Reinsurance recoverable on paid losses .....	0		
20. Other ceded reinsurance recoverables .....	0		
21. TOTAL Ceded Reinsurance Recoverables .....	0		
22. Premiums receivable .....	0		
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers .....	0		
24. Unauthorized reinsurance .....	0		
25. Other ceded reinsurance payables/offsets .....	0		
26. TOTAL Ceded Reinsurance Payables/Offsets .....	0		
27. TOTAL Net Credit for Ceded Reinsurance .....	0		

SCHEDULE T - PART 2  
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN  
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
States, Etc.	1  Life (Group and Individual)	2  Annuities (Group and Individual)	3  Disability Income (Group and Individual)	4  Long-Term Care (Group and Individual)	5  Deposit-Type Contracts	6  Totals
1. Alabama (AL) .....	0	0	0	0	0	0
2. Alaska (AK) .....	0	0	0	0	0	0
3. Arizona (AZ) .....	0	0	0	0	0	0
4. Arkansas (AR) .....	0	0	0	0	0	0
5. California (CA) .....	0	0	0	0	0	0
6. Colorado (CO) .....	0	0	0	0	0	0
7. Connecticut (CT) .....	0	0	0	0	0	0
8. Delaware (DE) .....	0	0	0	0	0	0
9. District of Columbia (DC) .....	0	0	0	0	0	0
10. Florida (FL) .....	0	0	0	0	0	0
11. Georgia (GA) .....	0	0	0	0	0	0
12. Hawaii (HI) .....	0	0	0	0	0	0
13. Idaho (ID) .....	0	0	0	0	0	0
14. Illinois (IL) .....	0	0	0	0	0	0
15. Indiana (IN) .....	0	0	0	0	0	0
16. Iowa (IA) .....	0	0	0	0	0	0
17. Kansas (KS) .....	0	0	0	0	0	0
18. Kentucky (KY) .....	0	0	0	0	0	0
19. Louisiana (LA) .....	0	0	0	0	0	0
20. Maine (ME) .....	0	0	0	0	0	0
21. Maryland (MD) .....	0	0	0	0	0	0
22. Massachusetts (MA) .....	0	0	0	0	0	0
23. Michigan (MI) .....	0	0	0	0	0	0
24. Minnesota (MN) .....	0	0	0	0	0	0
25. Mississippi (MS) .....	0	0	0	0	0	0
26. Missouri (MO) .....	0	0	0	0	0	0
27. Montana (MT) .....	0	0	0	0	0	0
28. Nebraska (NE) .....	0	0	0	0	0	0
29. Nevada (NV) .....	0	N O N E		0	0	0
30. New Hampshire (NH) .....	0			0	0	0
31. New Jersey (NJ) .....	0			0	0	0
32. New Mexico (NM) .....	0			0	0	0
33. New York (NY) .....	0			0	0	0
34. North Carolina (NC) .....	0			0	0	0
35. North Dakota (ND) .....	0			0	0	0
36. Ohio (OH) .....	0			0	0	0
37. Oklahoma (OK) .....	0			0	0	0
38. Oregon (OR) .....	0			0	0	0
39. Pennsylvania (PA) .....	0	0	0	0	0	0
40. Rhode Island (RI) .....	0	0	0	0	0	0
41. South Carolina (SC) .....	0	0	0	0	0	0
42. South Dakota (SD) .....	0	0	0	0	0	0
43. Tennessee (TN) .....	0	0	0	0	0	0
44. Texas (TX) .....	0	0	0	0	0	0
45. Utah (UT) .....	0	0	0	0	0	0
46. Vermont (VT) .....	0	0	0	0	0	0
47. Virginia (VA) .....	0	0	0	0	0	0
48. Washington (WA) .....	0	0	0	0	0	0
49. West Virginia (WV) .....	0	0	0	0	0	0
50. Wisconsin (WI) .....	0	0	0	0	0	0
51. Wyoming (WY) .....	0	0	0	0	0	0
52. American Samoa (AS) .....	0	0	0	0	0	0
53. Guam (GU) .....	0	0	0	0	0	0
54. Puerto Rico (PR) .....	0	0	0	0	0	0
55. U.S. Virgin Islands (VI) .....	0	0	0	0	0	0
56. Northern Mariana Islands (MP) .....	0	0	0	0	0	0
57. Canada (CN) .....	0	0	0	0	0	0
58. Aggregate other alien (OT) .....	0	0	0	0	0	0
59. TOTALS .....	0	0	0	0	0	0



SCHEDULE Y (Continued)  
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 95580 ..	.. 38-2160688 ..	Healthplus Of MI Inc .....	0	.. (10,000,000)	0	22,717,042	0	0		0	12,717,042	0
.. 11549 ..	.. 01-0729151 ..	HealthPlus Partners, Inc. ....	0	0	0	(16,439,297)	0	0		0	(16,439,297)	0
.....	.. 38-2883315 ..	HealthPlus Options, Inc. ....	0	0	0	(4,354,706)	0	0		0	(4,354,706)	0
.. 12826 ..	.. 20-5803273 ..	HEALTHPLUS INS CO .....	0	10,000,000	0	(1,923,039)	0	0		0	8,076,961	0
9999999 Totals .....			0	0	0	0	0	0	X X X	0	0	0

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES  
INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
2. Will an actuarial opinion be filed by March 1?	Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	Yes
JUNE FILING	
8. Will an audited financial report be filed by June 1?	Yes
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	Yes
AUGUST FILING	
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING	
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	No
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	No
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	No
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
18. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	No
19. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	No
20. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	No
21. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	No
22. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be file with the state of domicile and the NAIC by April 1?	No
AUGUST FILING	
23. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	See Explanation

Explanations:

23. The Company does not meet the premium levels required for this report.

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



11549201036000002010Document Code: 360

Health Life Supplement



115492010205000002010Document Code: 205

Health Property / Casualty Supplement



115492010207000002010Document Code: 207

Schedule SIS



115492010420000002010Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies



115492010371000002010Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5



115492010370000002010Document Code: 370

Medicare Part D Coverage Supplement



115492010365000002010Document Code: 365

LTC Supplemental Interrogatories



115492010306000002010Document Code: 306

Health Life Supplement - LHA Guaranty Association Reconciliation



115492010211000002010Document Code: 211

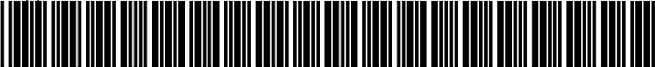
Health Property/Casualty Supplement - Insurance Expense Exhibit



115492010213000002010Document Code: 213

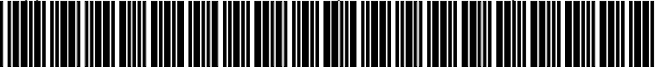
SUPPLEMENTAL EXHIBITS AND SCHEDULES  
INTERROGATORIES (continued)

Supplemental Health Care Exhibit



11549201021600000 2010 Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report



11549201021700000 2010 Document Code: 217

UNDERWRITING AND INVESTMENT EXHIBIT  
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504.	Physician Relations .....	28,422	0	14,735	0	43,157
2505.	Miscellaneous .....	0	0	75	0	75
2597.	Summary of remaining write-ins for Line 25 (Lines 2504 through 2596) .....	28,422	0	14,810	0	43,232



Medicare Part D Coverage Supplement  
(Net of Reinsurance)

NAIC Group Code: 3409

(To be Filed By March 1)

NAIC Company Code: 11549

	Individual Coverage		Group Coverage		5 Total Cash
	1	2	3	4	
	Insured	Uninsured	Insured	Uninsured	
1. Premiums Collected					
1.1 Standard Coverage					
1.11 With Reinsurance Coverage	0	X X X	0	X X X	0
1.12 Without Reinsurance Coverage	0	X X X	0	X X X	0
1.13 Risk-Corridor Payment Adjustments	0	X X X	0	X X X	0
1.2 Supplemental Benefits	0	X X X	0	X X X	0
2. Premiums Due and Uncollected - change					
2.1 Standard Coverage					
2.11 With Reinsurance Coverage	0	X X X	0	X X X	X X X
2.12 Without Reinsurance Coverage	0	X X X	0	X X X	X X X
2.2 Supplemental Benefits	0	X X X	0	X X X	X X X
3. Unearned Premium and Advance Premium - change					
3.1 Standard Coverage					
3.11 With Reinsurance Coverage	0	X X X	0	X X X	X X X
3.12 Without Reinsurance Coverage	0	X X X	0	X X X	X X X
3.2 Supplemental Benefits	0	X X X	0	X X X	X X X
4. Risk-Corridor Payment Adjustments - change					
4.1 Receivable	0	X X X	0	X X X	X X X
4.2 Payable	0	X X X	0	X X X	X X X
5. Earned Premiums					
5.1 Standard Coverage					
5.11 With Reinsurance Coverage	0	X X X	0	X X X	X X X
5.12 Without Reinsurance Coverage	0	X X X	0	X X X	X X X
5.13 Risk-Corridor Payment Adjustments	0	X X X	0	X X X	X X X
5.2 Supplemental Benefits	0	X X X	0	X X X	X X X
6. Total Premiums	0	X X X	0	X X X	0
7. Claims Paid					
7.1 Standard Coverage					
7.11 With Reinsurance Coverage	0	X X X	0	X X X	0
7.12 Without Reinsurance Coverage	0	X X X	0	X X X	0
7.2 Supplemental Benefits	0	X X X	0	X X X	0
8. Claim Reserves and Liabilities - change					
8.1 Standard Coverage					
8.11 With Reinsurance Coverage	0	X X X	0	X X X	X X X
8.12 Without Reinsurance Coverage	0	X X X	0	X X X	X X X
8.2 Supplemental Benefits	0	X X X	0	X X X	X X X
9. Healthcare Receivables - change					
9.1 Standard Coverage					
9.11 With Reinsurance Coverage	0	X X X	0	X X X	X X X
9.12 Without Reinsurance Coverage	0	X X X	0	X X X	X X X
9.2 Supplemental Benefits	0	X X X	0	X X X	X X X
10. Claims Incurred					
10.1 Standard Coverage					
10.11 With Reinsurance Coverage	0	X X X	0	X X X	X X X
10.12 Without Reinsurance Coverage	0	X X X	0	X X X	X X X
10.2 Supplemental Benefits	0	X X X	0	X X X	X X X
11. Total Claims	0	X X X	0	X X X	0
12. Reinsurance Coverage and Low Income Cost Sharing					
12.1 Claims Paid - net to reimbursements applied	X X X	0	X X X	0	0
12.2 Reimbursements Received but Not Applied - change	X X X	0	X X X	0	0
12.3 Reimbursements Receivable - change	X X X	0	X X X	0	X X X
12.4 Healthcare Receivables - change	X X X	0	X X X	0	X X X
13. Aggregate Policy Reserves - change	0	0	0	0	X X X
14. Expenses Paid	0	X X X	0	X X X	0
15. Expenses Incurred	0	X X X	0	X X X	X X X
16. Underwriting Gain/Loss	0	X X X	0	X X X	X X X
17. Cash Flow Results	X X X	X X X	X X X	X X X	0



DIRECT BUSINESS IN THE STATE OF MICHIGAN

NAIC Group Code: 3409

LIFE INSURANCE

DURING THE YEAR 2010

NAIC Company Code: 11549

DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS		1 Ordinary		2 Credit Life (Group and Individual)		3 Group		4 Industrial		5 Total	
1.	Life Insurance .....	0	0	0	0	0	0	0	0	0	0
2.	Annuity considerations .....	0	0	0	0	0	0	0	0	0	0
3.	Deposit-type contract funds .....	0	0	X X X	0	0	0	X X X	0	0	0
4.	Other considerations .....	0	0	0	0	0	0	0	0	0	0
5.	Totals (sum of Lines 1 to 4) .....	0	0	0	0	0	0	0	0	0	0
DIRECT DIVIDENDS TO POLICYHOLDERS											
Life Insurance:											
6.1	Paid in cash or left on deposit .....	0	0	0	0	0	0	0	0	0	0
6.2	Applied to pay renewal premiums .....	0	0	0	0	0	0	0	0	0	0
6.3	Applied to provide paid-up additions or shorten the endowment or premium - paying period .....	0	0	0	0	0	0	0	0	0	0
6.4	Other .....	0	0	0	0	0	0	0	0	0	0
6.5	Totals (sum of Lines 6.1 to 6.4) .....	0	0	0	0	0	0	0	0	0	0
Annuities:											
7.1	Paid in cash or left on deposit .....	0	0	0	0	0	0	0	0	0	0
7.2	Applied to provide paid-up annuities .....	0	0	0	0	0	0	0	0	0	0
7.3	Other .....	0	0	0	0	0	0	0	0	0	0
7.4	Totals (sum of Lines 7.1 to 7.3) .....	0	0	0	0	0	0	0	0	0	0
8.	Grand Totals (Lines 6.5 plus 7.4) .....	0	0	0	0	0	0	0	0	0	0
DIRECT CLAIMS AND BENEFITS PAID											
9.	Death benefits .....	0	0	0	0	0	0	0	0	0	0
10.	Matured endowments .....	0	0	0	0	0	0	0	0	0	0
11.	Annuity benefits .....	0	0	0	0	0	0	0	0	0	0
12.	Surrender values and withdrawals for life contracts .....	0	0	0	0	0	0	0	0	0	0
13.	Aggregate write-ins for miscellaneous direct claims and benefits paid .....	0	0	0	0	0	0	0	0	0	0
14.	All other benefits, except accident and health .....	0	0	0	0	0	0	0	0	0	0
15.	Totals .....	0	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS											
1301. ....		0	0	0	0	0	0	0	0	0	0
1302. ....		0	0	0	0	0	0	0	0	0	0
1303. ....		0	0	0	0	0	0	0	0	0	0
1398. Summary of remaining write-ins for Line 13 from overflow page .....		0	0	0	0	0	0	0	0	0	0
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....		0	0	0	0	0	0	0	0	0	0
1		Ordinary		Credit Life (Group and Individual)		Group		Industrial		Total	
		1	2	3	4	5	6	7	8	9	10
DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED		Number	Amount	No. of Ind.Pols & Group Certifs.	Amount	No. of Certi- ficates	Amount	Number	Amount	Number	Amount
16.	Unpaid December 31, prior year .....	0	0	0	0	0	0	0	0	0	0
17.	Incurred during current year .....	0	0	0	0	0	0	0	0	0	0
Settled during current year:											
18.1	By payment in full .....	0	0	0	0	0	0	0	0	0	0
18.2	By payment on compromised claims .....	0	0	0	0	0	0	0	0	0	0
18.3	Totals paid .....	0	0	0	0	0	0	0	0	0	0
18.4	Reduction by compromise .....	0	0	0	0	0	0	0	0	0	0
18.5	Amount rejected .....	0	0	0	0	0	0	0	0	0	0
18.6	Total settlements .....	0	0	0	0	0	0	0	0	0	0
19.	Unpaid Dec. 31, current year (Lines 16 + 17 - 18.6) .....	0	0	0	0	0	0	0	0	0	0
POLICY EXHIBIT						No. of Policies					
20.	In force December 31, prior year .....	0	0	0	(a) 0	0	0	0	0	0	0
21.	Issued during year .....	0	0	0	0	0	0	0	0	0	0
22.	Other changes to in force (Net) .....	0	0	0	0	0	0	0	0	0	0
23.	In force December 31 of current year .....	0	0	0	(a) 0	0	0	0	0	0	0

(a) Includes Individual Credit Life Insurance prior year \$.....0, current year \$.....0.  
Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$.....0, current year \$.....0.  
Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS prior year \$.....0, current year \$.....0.

ACCIDENT AND HEALTH INSURANCE

		1 Direct Premiums	2 Direct Premiums Earned	3 Dividends Paid Or Credited On Direct Business	4 Direct Losses Paid	5 Direct Losses Incurred
24.	Group Policies (b) .....	0	0	0	0	0
24.1	Federal Employees Health Benefits Program Premium (b) .....	0	0	0	0	0
24.2	Credit (Group and Individual) .....	0	0	0	0	0
24.3	Collectively Renewable Policies (b) .....	0	0	0	0	0
24.4	Medicare Title XVIII exempt from state taxes or fees Other Individual Policies .....	0	0	0	0	0
25.1	Non-cancelable (b) .....	0	0	0	0	0
25.2	Guaranteed renewable (b) .....	0	0	0	0	0
25.3	Non-renewable for stated reasons only (b) .....	0	0	0	0	0
25.4	Other accident only .....	0	0	0	0	0
25.5	All other (b) .....	0	0	0	0	0
25.6	Totals (sum of Lines 25.1 to 25.5) .....	0	0	0	0	0
26.	Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 24.4 + 25.6) .....	0	0	0	0	0

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products .....0, and number of  
persons insured under indemnity only products .....0.



DIRECT BUSINESS IN THE STATE OF GRAND TOTAL

DURING THE YEAR 2010

NAIC Group Code: 3409

LIFE INSURANCE

NAIC Company Code: 11549

DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS		1 Ordinary		2 Credit Life (Group and Individual)		3 Group		4 Industrial		5 Total	
1.	Life Insurance .....	0	0	0	0	0	0	0	0	0	0
2.	Annuity considerations .....	0	0	0	0	0	0	0	0	0	0
3.	Deposit-type contract funds .....	0	0	X X X	0	0	0	X X X	0	0	0
4.	Other considerations .....	0	0	0	0	0	0	0	0	0	0
5.	Totals (sum of Lines 1 to 4) .....	0	0	0	0	0	0	0	0	0	0
DIRECT DIVIDENDS TO POLICYHOLDERS											
Life Insurance:											
6.1	Paid in cash or left on deposit .....	0	0	0	0	0	0	0	0	0	0
6.2	Applied to pay renewal premiums .....	0	0	0	0	0	0	0	0	0	0
6.3	Applied to provide paid-up additions or shorten the endowment or premium - paying period .....	0	0	0	0	0	0	0	0	0	0
6.4	Other .....	0	0	0	0	0	0	0	0	0	0
6.5	Totals (sum of Lines 6.1 to 6.4) .....	0	0	0	0	0	0	0	0	0	0
Annuities:											
7.1	Paid in cash or left on deposit .....	0	0	0	0	0	0	0	0	0	0
7.2	Applied to provide paid-up annuities .....	0	0	0	0	0	0	0	0	0	0
7.3	Other .....	0	0	0	0	0	0	0	0	0	0
7.4	Totals (sum of Lines 7.1 to 7.3) .....	0	0	0	0	0	0	0	0	0	0
8.	Grand Totals (Lines 6.5 plus 7.4) .....	0	0	0	0	0	0	0	0	0	0
DIRECT CLAIMS AND BENEFITS PAID											
9.	Death benefits .....	0	0	0	0	0	0	0	0	0	0
10.	Matured endowments .....	0	0	0	0	0	0	0	0	0	0
11.	Annuity benefits .....	0	0	0	0	0	0	0	0	0	0
12.	Surrender values and withdrawals for life contracts .....	0	0	0	0	0	0	0	0	0	0
13.	Aggregate write-ins for miscellaneous direct claims and benefits paid .....	0	0	0	0	0	0	0	0	0	0
14.	All other benefits, except accident and health .....	0	0	0	0	0	0	0	0	0	0
15.	Totals .....	0	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS											
1301. ....		0	0	0	0	0	0	0	0	0	0
1302. ....		0	0	0	0	0	0	0	0	0	0
1303. ....		0	0	0	0	0	0	0	0	0	0
1398. Summary of remaining write-ins for Line 13 from overflow page .....		0	0	0	0	0	0	0	0	0	0
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....		0	0	0	0	0	0	0	0	0	0
1		Ordinary		Credit Life (Group and Individual)		Group		Industrial		Total	
		1	2	3	4	5	6	7	8	9	10
DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED		Number	Amount	No. of Ind.Pols & Group Certifs.	Amount	No. of Certi- ficates	Amount	Number	Amount	Number	Amount
16.	Unpaid December 31, prior year .....	0	0	0	0	0	0	0	0	0	0
17.	Incurred during current year .....	0	0	0	0	0	0	0	0	0	0
Settled during current year:											
18.1	By payment in full .....	0	0	0	0	0	0	0	0	0	0
18.2	By payment on compromised claims .....	0	0	0	0	0	0	0	0	0	0
18.3	Totals paid .....	0	0	0	0	0	0	0	0	0	0
18.4	Reduction by compromise .....	0	0	0	0	0	0	0	0	0	0
18.5	Amount rejected .....	0	0	0	0	0	0	0	0	0	0
18.6	Total settlements .....	0	0	0	0	0	0	0	0	0	0
19.	Unpaid Dec. 31, current year (Lines 16 + 17 - 18.6) .....	0	0	0	0	0	0	0	0	0	0
POLICY EXHIBIT						No. of Policies					
20.	In force December 31, prior year .....	0	0	0	(a) 0	0	0	0	0	0	0
21.	Issued during year .....	0	0	0	0	0	0	0	0	0	0
22.	Other changes to in force (Net) .....	0	0	0	0	0	0	0	0	0	0
23.	In force December 31 of current year .....	0	0	0	(a) 0	0	0	0	0	0	0

(a) Includes Individual Credit Life Insurance prior year \$.....0, current year \$.....0.  
Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$.....0, current year \$.....0.  
Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS prior year \$.....0, current year \$.....0.

ACCIDENT AND HEALTH INSURANCE

		1 Direct Premiums	2 Direct Premiums Earned	3 Dividends Paid Or Credited On Direct Business	4 Direct Losses Paid	5 Direct Losses Incurred
24.	Group Policies (b) .....	0	0	0	0	0
24.1	Federal Employees Health Benefits Program Premium (b) .....	0	0	0	0	0
24.2	Credit (Group and Individual) .....	0	0	0	0	0
24.3	Collectively Renewable Policies (b) .....	0	0	0	0	0
24.4	Medicare Title XVIII exempt from state taxes or fees Other Individual Policies .....	0	0	0	0	0
25.1	Non-cancelable (b) .....	0	0	0	0	0
25.2	Guaranteed renewable (b) .....	0	0	0	0	0
25.3	Non-renewable for stated reasons only (b) .....	0	0	0	0	0
25.4	Other accident only .....	0	0	0	0	0
25.5	All other (b) .....	0	0	0	0	0
25.6	Totals (sum of Lines 25.1 to 25.5) .....	0	0	0	0	0
26.	Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 24.4 + 25.6) .....	0	0	0	0	0

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products .....0, and number of  
persons insured under indemnity only products .....0.

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ANNUAL STATEMENT**

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